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December 12, 2005

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**VIA FACSIMILE 212-668-2255**

Alicia M. Leonard, Esquire  
US Department of Justice  
Office of the United States Trustee  
Region 2/Southern District of New York  
33 Whitehall Street, Suite 2100  
New York, NY 10004

**Re: *Creditors Committee In re: Delphi Corporation, et al.,*  
Case No. 05-44481(RDD) (Jointly Administered)**

Dear Ms. Leonard:

As you know, Law Debenture Trust Company of New York ("Law Debenture") is successor indenture trustee for two notes issued by Delphi Corporation (the "Debtor" and, together with its Chapter 11 affiliates, the "Debtors"): (a) the 8.25% Junior Subordinated Note due 2033 in the aggregate principal amount of \$257,731,975; and (b) the Adjustable Rate Junior Subordinated Note due 2033 in the aggregate principal amount of \$154,640,000 (together, the "Subordinated Notes"). The Subordinated Notes are presently payable to Law Debenture as successor property trustee under two different Amended and Restated Declaration of Trusts, one dated October 28, 2203 and one dated November 21, 2003.

As you know, since the organizational meeting on October 20, 2005, Law Debenture has been requesting that the United States Trustee appoint to Official Committee of Unsecured Creditors (the "Official Committee"). We have exchanged correspondence with the Official Committee on the issue and provided your office with various correspondence setting forth the basis on which we believe that Law Debenture should be appointed to the Official Committee. Last we spoke, you indicated that you were waiting for input from Debtors' counsel and, following receipt of such input, it would take you a few days to consider the issue, consult with the United States Trustee and render a decision. Debtors' counsel submitted its input by letter dated December 2, 2005. Consequently, we expected that a decision would have been forthcoming by now, if not by the end of last week. We have called your office a couple of times to discuss the status, but you have not returned our calls.

BR

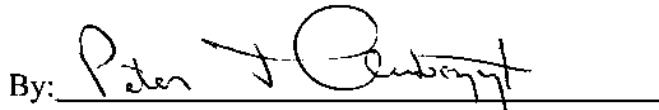
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We respect the fact that the United States Trustee must carefully consider all aspects of the situation and that such deliberation takes time. However, it has been seven (7) weeks since Law Debenture first made its request and over ten (10) days since the Debtors' counsel provided his input, yet no decision has been forthcoming. Under such circumstances, no decision has the same effect as a denial of Law Debenture's request – evaluations are being undertaken, decisions are being made, and the case is generally proceeding with an Official Committee the membership of which represents claims which are not representative of, or worse, potentially adverse to, the interests of the holders of the Subordinated Notes.

Based upon the foregoing, we believe that the interests of the holders of the Subordinated Noteholders are at risk of being compromised and, as such, we feel compelled to bring the matter before the Court if we do not receive a decision by the United States Trustee by the end of this week. As a result, we respectfully request that the United States Trustee promptly render a decision on Law Debenture's request to be appointed to the Official Committee. In the meantime, we remain available to discuss the matter at your convenience.

Very truly yours,

**BROWN RUDNICK BERLACK ISRAELS LLP**

By:   
Peter J. Antoszyk

PJA/kmp  
cc: Robert Stark, Esquire  
Daniel Fisher  
Patrick Healy